

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Side
Investments, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Corri-Copy(s) <u>photo</u>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S. <u>600002013385</u>		
<input type="checkbox"/> Fictitious Name File		
	11/26/96 01007 883	
	*****70.00 *****70.00	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

96 NOV 25 PM 3:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED
 95 NOV 25 PM 3:00
 CLERK OF SUPERIOR COURT

AB 11/25

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____
 BY Jim _____ CK No. _____

WALK-IN Will Pick Up 5.5 4.00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
GULFSIDE INVESTMENTS, INC.
a Florida corporation

FILED
96 NOV 25 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Gulfside Investments, Inc., a Florida corporation.

ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The Corporation is authorized to issue Ten Thousand (10,000) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is 2200 Beacon Lane, Naples, Florida 34103 and the name of its initial Registered Agent at such address is Joyce L. Perry. The principal office of the Corporation is located at 2200 Beacon Lane, Naples, Florida 34103.

ARTICLE VI

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of two (2) Directors whose names and addresses are:

Bernard L. Perry
2200 Beacon Lane
Naples, Florida 34103

Joyce L. Perry
2200 Beacon Lane
Naples, Florida 34103

ARTICLE VII

The name and address of the incorporator is:

Paul K. Heuerman, Esquire
Roetzel & Andress, L.P.A.
Trianon Centre, Third Floor
850 Park Shore Drive
Naples, Florida 34103

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of fifty-one percent (51%) of the shareholders of the Corporation.

ARTICLE IX

The powers of the Corporation shall be as follows:

1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative

subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts

4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

ARTICLE X

The Corporation may be dissolved with the assent of not less than two-thirds (2/3) of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 21 day of Nov., 1996.

INCORPORATOR:



Paul K. Heuerman, Esquire

STATE OF FLORIDA)
)SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 21 day of November, 1996 by Paul K. Heuerman, Esquire, who is personally known to me.



Diane L. Komoroski

NOTARY PUBLIC

Name: _____

(Type or Print)

My Commission Expires: _____

78231_1 WP5

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 NOV 25 PM 3:42
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Gulfside Investments, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Joyce L. Perry as its agent to accept service of process within Florida.

GULFSIDE INVESTMENTS, INC.
a Florida corporation

By: Joyce L. Perry
Joyce L. Perry, President

Date: November 8, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Joyce L. Perry
Joyce L. Perry

Date: November 8, 1996